

Hearing Date and Time: July 23, 2009 at 10 a.m.

Leslie Gordon Fagen
Marc Falcone
Andrew N. Rosenberg
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019-6064
Telephone: (212) 373-3000
Facsimile: (212) 757-3990

Attorneys for Defendant
Merrill Lynch, Pierce, Fenner & Smith Incorporated

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**JOINDER OF MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED
TO LIMITED OBJECTION AND RESERVATION OF RIGHTS OF
APPALOOSA MANAGEMENT L.P. AND A-D ACQUISITION HOLDINGS, LLC
WITH RESPECT TO THE DEBTORS' PLAN MODIFICATION APPROVAL
MOTION AND RELATED DOCUMENTS**

Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill"), by and through its undersigned counsel, hereby joins in the Limited Objection And Reservation Of Rights Of Appaloosa Management L.P. And A-D Acquisition Holdings, LLC With Respect To The Debtors' Plan Modification Approval Motion And Related Documents, dated July 16, 2009 and filed on behalf of Appaloosa Management L.P. and A-D Acquisition Holdings, LLC (Docket No. 18345) (the "Appaloosa Objection"), for all the reasons stated therein. Merrill adopts and incorporates by reference herein the objections, arguments, and reservations of rights contained in the Appaloosa Objection as though set forth with respect to Merrill's counterclaims in Adversary Proceeding No. 08-1232 and its administrative claims against the Debtors.

Hearing Date and Time: July 23, 2009 at 10 a.m.

Dated: New York, New York
July 16, 2009

Respectfully submitted,

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

By: /s/ Marc Falcone, Esq.
Leslie Gordon Fagen (lfagen@paulweiss.com)
Marc Falcone (mfalcone@paulweiss.com)
Andrew N. Rosenberg (arosenberg@paulweiss.com)

1285 Avenue of the Americas
New York, New York 10019-6064
Telephone: (212) 373-3000
Facsimile: (212) 757-3990

Attorneys for Defendant
Merrill Lynch, Pierce, Fenner & Smith Incorporated